

226
14863-LL
14863-MM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN INDIANAH
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 14863-LL
FILED 1988

SEP 16 1988 - 10 05 AM

SEP 16 1988 - 10 25 AM

TELEX
440367 A AND A

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

September 15, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-260A010

Date SEP 16 1988

Fee \$ 26.00

REC Washington, D.C.

100 OFFICE OF
THE SECRETARY
SEP 16 10 29 AM '88
NOTICE OPERATING UNIT

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 18, dated as of September 15, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 18, dated as of September 15, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/
Assignee: Norstar Bank
40 Main Street
Hempstead, New York 11531

CT. Kappler
Courtesy

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
September 15, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.


Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 18 dated as of September 15, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 18 dated as of September 15, 1988, to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the release and deletion of 481 railcars.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESG.</u>
41135 - 41184	50	\$ 2,306,000	C214
41800 - 41809	10	466,340	"
64882	68	3,119,976	"
64885 - 64886			
64903 - 64904			
64907			
64909			
64920			
64928			
64931			
64943			
64945			
64947			
64950 - 64951			
64953			
64958			
64960 - 65010			
65551 - 65555	25	1,185,975	"
65558 - 65559			
65561			
65563 - 65564			
65566 - 65567			
65569 - 65579			
65581			
65584			
51720 - 51732	14	895,580	C614
51734			
51648 - 51662	15	917,580	"
51673 - 51687	15	932,202	"
51691 - 51694	4	245,276	"
51696 - 51700	5	317,455	"
51701 - 51715	15	986,445	"
51716 - 51719	4	259,016	
72638 - 72660	26	912,883	T053
72676 - 72677			
72698			

71807 - 71809 71811	4	300,969	T073
72578 - 72591	14	949,918	T104
72598 - 72622 72661 - 72675 72678 - 72697	60	2,191,080	"
72623 - 72637	15	641,143	"
72385 - 72389 72392 72398 72403 72411 - 72434 72436 - 72444 72463 - 72491	70	3,455,897	T105 T106 "
72163 - 72166 72258 - 72259 72263 72269 72270 - 72277 72279 - 72280 72445 - 72448	22	989,688	T108 "
77367 - 77368 77370 77375 - 77416	45	2,579,942	T564 "
Total	481	\$ 23,653,365	

ICC Coms

14863-LL

14863-LL

SEP 16 1988 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 18
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent (as successor in interest to Fleet National Bank) are parties to a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) have agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement), which Collateral

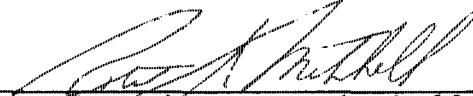
is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 15th day of September, 1988.

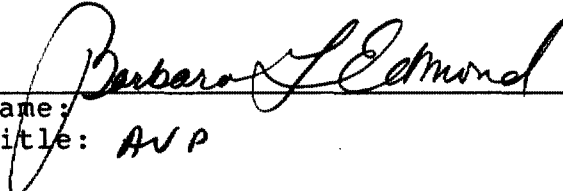
ACF INDUSTRIES, INCORPORATED

By


Name: Robert J. Mitchell
Title: Treasurer

NORSTAR BANK, in its individual capacity and as Agent

By


Name:
Title: AVP

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

ON THIS 9th DAY OF September, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-4800603
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1985

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 9th day of September, 1988, before me personally came BARBARA L. EDMOND, to me known, who being to me duly sworn, did depose and say that she resides at 3 MAHAN ROAD, OLD BETHPAGE, NY 11404 that she is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Lillian Pucciariello

LILLIAN PUCCIARIELLO
Notary Public, State of New York
No. 31-8452255
Qualified in New York County
Commission Expires May 31, 1990

SCHEDULE I

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72163 - 72166 72258 - 72259 72263 72269 72270 - 72277 72279 - 72280 72445 - 72448	22	989,688	T108 "
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